



Revised filing

12th December 2018
BJ/SH-L2/

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Bldg., P. J. Towers
Dalal Street, Fort
Mumbai – 400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051.

Dear Sirs,

**Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of
The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal,
Mumbai Bench**

Inadvertently, the details of attendance mentioned in Annexures 2A and 2B were incorrectly stated in our earlier filing. We are herewith refiling all the documents alongwith corrected Annexures 2A and 2B.

Yours faithfully,
For The Tata Power Company Limited

Company Secretary

Encls.

TATA POWER

The Tata Power Company Limited

Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 8801

Website : www.tatapower.com Email : tatapower@tatapower.com CIN : L28920MH1919PLC000567



12th December 2018
BJ/SH-L2/

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Bldg., P. J. Towers
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Mumbai – 400 001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051.

Dear Sirs,

Summary of Proceedings and Voting Results of the Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench

The Meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting) was held on Wednesday, 12th December 2018 at 11.00 a.m. IST at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020. The item of business contained in the Notice of the Meeting dated 24th October 2018, for approval of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors, was transacted and passed by the Shareholders with requisite majority [majority of persons representing three-fourths in value (as per the Companies Act, 2013)] and [majority of Public shareholders (as per clause (I)(A)(9)(b) of Annexure-I of Circular dated 10th March 2017, issued by Securities and Exchange Board of India)].

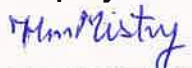
In connection with the same, please find the following:

- a) Summary of proceedings of the Meeting of the Company, as required under Regulation 30, Part A of Schedule III to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), attached and marked as **Annexure - 1**.
- b) Combined voting results of the postal ballot, remote e-voting together with the voting conducted at the Meeting venue, in relation to the business transacted at the Meeting, as required under Regulation 44 of the Listing Regulations, attached and marked as **Annexures – 2A** (majority of persons representing three-fourths in value – including promoter and promoter group) and **2B** (majority of Public shareholders – excluding promoter and promoter group).
- c) The Scrutinizer's Reports dated 12th December 2018, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, attached and marked as **Annexures – 3A and 3B**.

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. www.tatapower.com

You are requested to kindly take the same on record.

Yours faithfully,
For The Tata Power Company Limited


Company Secretary

Encls.

TATA POWER

The Tata Power Company Limited

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Tel 91 22 6665 8282 Fax 91 22 6665 8801

Website : www.tatapower.com Email : tatapower@tatapower.com CIN : L28920MH1919PLC000567



Annexure-1

Summary of proceedings of the Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench.

The Meeting of the Equity Shareholders of the Company convened by the Hon'ble National Company Law Tribunal, Mumbai Bench (Meeting) was held on Wednesday, 12th December 2018 at 11.00 a.m. IST at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020.

Mr. Praveer Sinha informed that the Meeting was convened pursuant to the Order dated 10th October 2018 (Order) of the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) in the matter of the Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors (Scheme). He further informed that vide the said Order, the NCLT had appointed him as Chairman to preside over the Meeting.

The requisite quorum being present, the Chairman called the meeting to order. All the Directors of the Company, except Mr. N. Chandrasekaran, Ms. Anjali Bansal, Ms. Vibha Padalkar, Mr. K. M. Chandrasekhar, Mr. Hemant Bhargava, Mr. Saurabh Agrawal and Mr. Banmali Agrawala, attended the Meeting.

The Notice of the Meeting, the Explanatory Statement under Sections 230(3), 232(2) and 102 of the Companies Act, 2013 read with the Rules framed thereunder and the Scheme, had already been dispatched to all the Members. With the consent of the Members, the Notice convening the Meeting was taken as read.

The Chairman then provided a brief background and rationale for the Scheme.

The following resolution set out in the Notice convening the Meeting was put up to the Members for voting:

Item No.	Details of the Agenda	Resolution required
1.	Approval of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors.	Requisite Majority *

* [majority of persons representing three-fourths in value (as per the Companies Act, 2013)] and [majority of Public shareholders (as per clause (I)(A)(9)(b) of Annexure-I of Circular dated 10th March 2017, issued by Securities and Exchange Board of India) ('SEBI Circular')].

The Chairman informed the Members that as required under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules 2016 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'), the Company had provided its Shareholders the facility to cast their vote through postal ballot and through remote e-voting administered by National Securities Depository Limited. Further, the Chairman also informed that the facility of electronic voting was available at the venue of the Meeting for the Members who had earlier not exercised their vote through postal ballot or remote e-voting.

The Chairman informed the Members that Mr. P. N. Parikh (FCS No. 327) of M/s. Parikh and Associates, Company Secretaries had been appointed by the Board as Scrutinizer to conduct the postal ballot process, to supervise that the remote e-voting and voting at the Meeting was done in a fair and transparent manner.

...2

Handwritten signature

TATA POWER

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-2-

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the Scheme. The Chairman then responded to the questions asked and clarifications sought by the Members.

Post the Q&A session, the Chairman thanked the Members for attending and participating at the meeting. The Chairman concluded by authorizing the Company Secretary to oversee the voting process and declare the results of the consolidated voting. He informed the Members that the consolidated voting results would be made available on the website of the Company viz. www.tatapower.com and the website of National Securities Depository Limited viz. www.evoting.nsdl.com, within 48 hours of the conclusion of the meeting.

The Scrutinizer's Report was received on Wednesday, 12th December 2018 and, as set out therein, the Resolution has been passed with the requisite majority.

For The Tata Power Company Limited

A handwritten signature in blue ink, appearing to read 'Him Mistry'.

Company Secretary



Annexure-2A

Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench.

Date of the NCLT convened Meeting	12 th December 2018
Total number of shareholders on record date	3,30,601
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter group • Public	5 167
No. of Shareholders attended the meeting through Video Conferencing • Promoter and Promoter group • Public	No arrangement was made for VC

THE TATA POWER COMPANY LIMITED

Him Mistry

COMPANY SECRETARY

TATA POWER

The Tata Power Company Limited

Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 8801

Website : www.tatapower.com Email : tatapower@tatapower.com CIN : L28920MH1919PLC000567

THE TATA POWER COMPANY LIMITED									
Resolution (1)									
Majority of Shareholders representing 3/4 in value									
Yes									
Resolution required: (Ordinary / Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Resolution for approving of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder.									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		[1]	[2]	[3]=[2]/([1])*100	[4]	[5]	[6]=[4]/([2])*100	[7]=[5]/([2])*100	[8]
1	E-Voting	892544226	892544226	100.00	892544226	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		892544226	100.00	892544226	0	100.00	0.00	0
2	E-Voting	1409721370	1272509698	90.27	1263365533	9144165	99.28	0.72	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		1272509698	90.27	1263365533	9144165	99.28	0.72	0
3	E-Voting	402507914	1272509698	90.27	1263365533	9144165	99.28	0.72	0
	Poll		5863892	1.46	5713007	150885	97.43	2.57	0
	Postal Ballot (if applicable)		220155	0.05	220155	0	100.00	0.00	0
	Total		2010691	0.50	1880455	130236	93.52	6.48	75352
	E-Voting		8094738	2.01	7813617	281121	96.53	3.47	75352
	Poll		2170917816	80.26	2161622766	9295050	99.57	0.43	0
	Postal Ballot (if applicable)		220155	0.01	220155	0	100.00	0.00	0
	Total		2010691	0.07	1880455	130236	93.52	6.48	75352
Total	Total	2704773510	2173148662	80.34	2163723376	9425286	99.57	0.43	75352

THE TATA POWER COMPANY LIMITED

Hemant Singh
COMPANY SECRETARY



Annexure-2B

Meeting of the Equity Shareholders of The Tata Power Company Limited convened by the Hon'ble National Company Law Tribunal, Mumbai Bench.

Date of the NCLT convened Meeting	12 th December 2018
Total number of shareholders on record date	3,30,601
No. of shareholders present in the meeting either in person or through proxy: • Promoters and Promoter group • Public	5 167
No. of Shareholders attended the meeting through Video Conferencing • Promoter and Promoter group • Public	No arrangement was made for VC

THE TATA POWER COMPANY LIMITED

COMPANY SECRETARY

TATA POWER

The Tata Power Company Limited

Registered Office Bombay House 24 Homi Mody Street Mumbai 400 001

Tel 91 22 6665 8282 Fax 91 22 6665 8801

Website : www.tatapower.com Email : tatapower@tatapower.com CIN : L28920MH1919PLC000567

THE TATA POWER COMPANY LIMITED									
Resolution (1)									
Resolution required: {Ordinary / Special}									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Resolution for approving of Scheme of Arrangement amongst The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder.									
Promoter/Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstanding shares [3] = [(2)/(1)] * 100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled [6] = [(4)/(2)] * 100	% of Votes against on votes polled [7] = [(5)/(2)] * 100	Invalid Votes
		[1]	[2]	[3]	[4]	[5]	[6]	[7]	[8]
1	E-Voting	892544226	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		0	0.00	0	0	0.00	0.00	0
2	E-Voting	1409721370	1272509698	90.27	1263365533	9144165	99.28	0.72	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		1272509698	90.27	1263365533	9144165	99.28	0.72	0
3	E-Voting	402507914	1272509698	90.27	1263365533	9144165	99.28	0.72	0
	Poll		5863892	1.46	5713007	150885	97.43	2.57	0
	Postal Ballot (if applicable)		220155	0.05	220155	0	100.00	0.00	0
	Total		2010691	0.50	1880455	130236	93.52	6.48	75352
	E-Voting	2704773510	8094738	2.01	7813617	281121	96.53	3.47	75352
	Poll		1278373590	47.26	1269078540	9295050	99.27	0.73	0
	Postal Ballot (if applicable)		220155	0.01	220155	0	100.00	0.00	0
	Total		2010691	0.07	1880455	130236	93.52	6.48	75352
Total			1280604436	47.35	1271179150	9425286	99.26	0.74	75352

THE TATA POWER COMPANY LIMITED

Him Mustaf

COMPANY SECRETARY

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Annexure - 3A

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To

The Chairman of the NCLT convened meeting of Equity Shareholders ("Chairman")

THE TATA POWER COMPANY LIMITED

CIN: L28920MH1919PLC000567

Bombay House, 24, Homi Mody Street,
Mumbai 400 001

Sub: Consolidated Scrutinizer's Report with respect to voting by shareholders (including promoters and promoter group) of The Tata Power Company Limited through remote e-voting process, postal ballot and voting at the venue of the meeting pursuant to Sections 108 and 110 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and as per the directions issued by the National Company Law Tribunal, Mumbai Bench ("NCLT" or Tribunal"), vide order dated October 10, 2018 in the Company Scheme Application No 785 of 2018.

Dear Sir,

I, P. N. Parikh of M/s. Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or Tribunal"), by its Order dated October 10, 2018, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (including promoters and promoter group) of The Tata Power Company Limited convened by the order of NCLT and held on Wednesday, December 12, 2018 at 11.00 a.m. at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400 020, pursuant to the provisions of the Companies Act, 2013 (the Act) read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors ("Scheme"), in terms of the Notice dated October 24, 2018, convening the said meeting.

I do hereby submit my report as under:

1. The Company had appointed National Securities Depository Limited ("NSDL") as the agency for providing the e-voting platform to the equity shareholders of the Company.



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening Tribunal convened meeting of the equity shareholders. Our responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic voting system (through tablet/computer based) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic voting system (through tablet/computer based) at the meeting provided by NSDL.
3. The Cut-off date was Friday, October 12, 2018 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic voting system (through tablet/computer based) at the venue of the meeting on the resolution seeking their approval.
4. The remote e-voting and postal ballot period commenced on Monday, November 12, 2018 at 9.00 a.m. (IST) and ended on Tuesday, December 11, 2018 at 5.00 p.m. (IST).
5. As confirmed by the Company, the Notice dated October 24, 2018 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Tuesday, December 11, 2018.
7. The equity shareholders were required to send the postal ballot form duly completed on or before 5.00 p.m. on December 11, 2018.
8. At the end of the discussion on December 12, 2018 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of "tablet based voting" for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on December 11, 2018.



9. We first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablet/computer based) were reconciled with the records maintained by the Company and NSDL.
10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in employment of the Company.
11. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.
12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic voting system (through tablet/computer based) at the venue of the meeting seeking approval of the equity shareholders (including promoters and promoter group) of the Company are given below.

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai/Hyderabad Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai/Hyderabad Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between The Tata Power Company Limited (‘Transferor Company’ or ‘Applicant Company’ or ‘Company’) and Tata Advanced Systems Limited (‘Transferee Company’) and their respective shareholders and creditors (‘Scheme’) placed before this Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the



National Company Law Tribunal, Mumbai/Hyderabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

(i) Voted in favour of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2,173	216,37,23,376	99.57

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
89	94,25,286	0.43

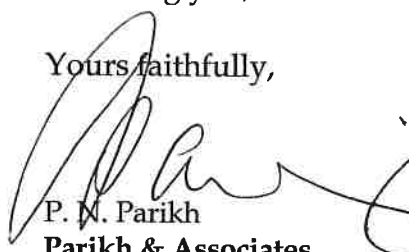
(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
63	75,352

13. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,


P. N. Parikh

Parikh & Associates

Practising Company Secretaries

FCS: 327 CP No.: 1228

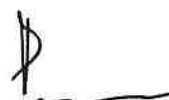
111, 11th Floor, Sai Dwar CHS Ltd

Sab TV Lane, Opp. Laxmi Indl. Estate,

Off Link Road, Above Shabari Restaurant,

Andheri(West), Mumbai - 400053





Chairman appointed for
the Meeting.

Place: Mumbai

Dated: December 12, 2018

PARIKH & ASSOCIATES
COMPANY SECRETARIES

Annexure - 3 B

Office :
111, 11th Floor, Sai-Dwar CHS Ltd,
Sab TV Lane, Opp Laxmi Industrial Estate
Off Link Road, Above Shabari Restaurant,
Andheri (W), Mumbai : 400 053
Tel. : 26301232 / 26301233 / 26301240
Email : cs@parikhassociates.com
parikh.associates@rediffmail.com

To

The Chairman of the NCLT convened meeting of Equity Shareholders ("Chairman")

THE TATA POWER COMPANY LIMITED

CIN: L28920MH1919PLC000567

Bombay House, 24, Homi Mody Street,
Mumbai 400001

Sub: Consolidated Scrutinizer's Report with respect to voting by public shareholders (excluding promoters and promoter group) of The Tata Power Company Limited through remote e-voting process, postal ballot and voting at the venue of the meeting in terms of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017.

Dear Sir,

I, P. N. Parikh of M/s. Parikh and Associates, Practicing Company Secretaries have been appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or Tribunal"), by its Order dated October 10, 2018, as the Scrutinizer for the purpose of scrutinizing the remote e-voting process, postal ballot and voting at the venue of the meeting, in a fair and transparent manner, of the Equity Shareholders (excluding promoters and promoter group) of The Tata Power Company Limited convened by the order of NCLT and held on Wednesday, December 12, 2018 at 11.00 a.m. at Walchand Hirachand Hall, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai 400020, pursuant to the provisions of the Companies Act, 2013 (the Act) read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity shareholders to the Scheme of Arrangement between The Tata Power Company Limited and Tata Advanced Systems Limited and their respective shareholders and creditors ("Scheme") in terms of the Notice dated October 24, 2018, convening the said meeting.

I do hereby submit my report with regards to the result of voting through remote e-voting process, postal ballot and voting at the venue of the meeting in respect of public shareholders, as under:

1. The Company had appointed National Securities Depository Limited ("NSDL") as the agency for providing the e-voting platform to the equity shareholders of the Company.



2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through remote e-voting, postal ballot and voting at the venue of the meeting on the resolution contained in the Notice convening Tribunal convened meeting of the equity shareholders. Our responsibility as the Scrutinizers for the remote e-voting process, postal ballot and voting at the venue of the meeting is restricted to scrutinize the postal ballot papers, e-voting process and electronic voting system. (through tablet/computer based) at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution and "invalid" ballots and votes, based on the reports generated from the remote e-voting system, postal ballot process and voting conducted through electronic voting system (through tablet/computer based) at the meeting provided by NSDL.
3. The Cut-off date was Friday, October 12, 2018 for the purpose of deciding the equity shareholders entitled to vote through postal ballot, e-voting and voting conducted through electronic voting system (through tablet/computer based) at the venue of the meeting on the resolution seeking their approval.
4. The remote e-voting and postal ballot period commenced on Monday, November 12, 2018 at 9.00 a.m. (IST) and ended on Tuesday, December 11, 2018 at 5.00 p.m. (IST).
5. As confirmed by the Company the Notice dated October 24, 2018 convening the meeting of the equity shareholders of the Company along with the Scheme and Explanatory Statement under Section 230(3) read with Section 102 of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, Form of Proxy, Attendance Slip and Postal Ballot Form was sent to the equity shareholders in respect of the resolution to be passed at the meeting.
6. The remote e-voting module was disabled and blocked by NSDL for voting after 5 p.m. on Tuesday, December 11, 2018.
7. The equity shareholders were required to send the postal ballot form duly completed on or before 5.00 p.m. on December 11, 2018.
8. At the end of the discussion on December 12, 2018 at the venue of the NCLT convened meeting, the Chairman appointed for the meeting allowed voting by use of "tablet based voting" for all those shareholders who were present at the meeting but had not cast their votes through remote e-voting facility or postal ballot on or before 5.00 p.m. on December 11, 2018.

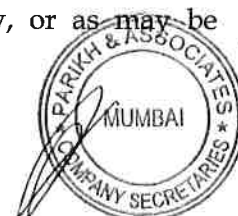


9. We first counted the votes cast at the venue of the meeting. The votes cast through electronic voting system (through tablet/computer based) were reconciled with the records maintained by the Company and NSDL.
10. We then counted the votes cast through the postal ballots and unblocked the votes cast through the remote e-voting module of NSDL in the presence of two witnesses who are not in employment of the Company.
11. The postal ballot forms, which were incomplete and /or which were otherwise found to be defective, have been treated as invalid.
12. The Resolution placed before the shareholders and the consolidated result of the voting on the same through postal ballot forms received, e-voting and voting through electronic voting system (through tablet/computer based) at the venue of the meeting seeking approval of the equity shareholders (excluding promoters and promoter group) of the Company are given below.

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactment thereof for the time being in force), and other applicable provisions of the Companies Act, 2013 and the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Mumbai/Hyderabad Bench of the National Company Law Tribunal, and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Mumbai/Hyderabad Bench of the National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the proposed Scheme of Arrangement between The Tata Power Company Limited (‘Transferor Company’ or ‘Applicant Company’ or ‘Company’) and Tata Advanced Systems Limited (‘Transferee Company’) and their respective shareholders and creditors (‘Scheme’) placed before this Meeting and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the National Company Law Tribunal, Mumbai/Hyderabad Bench while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be



required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

(i) Voted in favour of the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2,162	127,11,79,150	99.26

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
89	94,25,286	0.74

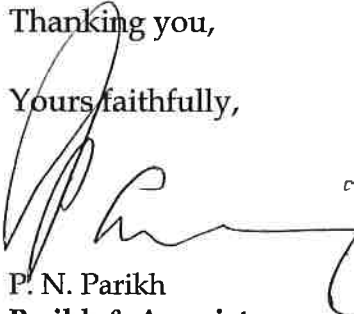
(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
63	75,352

13. All registers, relevant records and other incidental papers related to electronic voting, postal ballot papers and remote e-voting were handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,


P. N. Parikh
Parikh & Associates
Practising Company Secretaries
 FCS: 327 CP No.: 1228
 111, 11th Floor, Sai Dwar CHS Ltd
 Sab TV Lane, Opp. Laxmi Indl. Estate,
 Off Link Road, Above Shabari Restaurant,
 Andheri(West), Mumbai - 400053




 Chairman appointed for
 the Meeting

Place: Mumbai

Dated: December 12, 2018